

FILED

SECRETARY'S CERTIFICATE



OCT 28 2005

CLERK, US DISTRICT COURT, WDNY

I, Victoria L. Sullivan, the duly elected Secretary of USA REMEDIATION SERVICES Inc., a Virginia corporation registered and authorized under the laws of the State of New York to do business within New York State, with its principal offices in Fauquier County Virginia, do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the Board of Directors of the Corporation, at which a quorum was present and voting throughout, duly called and held on October 26, 2005:

RESOLVED, that That David M. Kelsey, as a director of the Corporation is hereby authorized to enter a plea of *Nolo Contendere* to the Indictment and execute any necessary Waivers, consistent with the terms of the documents which are related to this resolution, and it is further

RESOLVED, that David M. Kelsey is authorized to execute any additional documents on behalf of the Corporation, which must be executed in order to finalize and/or carry out the terms of the Plea of *Nolo Contendere*, and it is further

RESOLVED, that the Corporation is authorized to submit to the Court, any additional data, including a current financial statement, as may be required by the Court.

IN WITNESS WHEREOF, the undersigned has hereto set his hand and the seal of the Company this 26th day of October, 2005.

Victoria L. Sullivan
Victoria L. Sullivan, Secretary

UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
USA REMEDIATION SERVICES INC.

The Board has had an opportunity to review the Indictment to which the Corporation had previously pled not guilty. The Indictment (Revised) against the corporation charges it with violations of 42 United States Code Section 7413(c)(1) (illegal removal of asbestos) and 18 United States Code Section 371 (conspiracy) each of which normally carries a maximum fine of \$500,000 for each count and under the "alternate" fine provisions of 18 USC Section 3571(d), a fine based on gain or loss. This latter provision reads as follows:

Alternative fine based on gain or loss. If any person derives pecuniary gain from the offense, or if the offense results in pecuniary loss to a person other than the defendant, the defendant may be fined not more than the greater of twice the gross gain or twice the gross loss, unless imposition of a fine under this subsection would unduly complicate or prolong the sentencing process

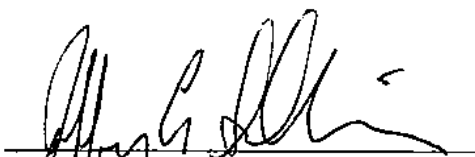
The Board has been kept apprized of all issues in connection with the matter entitled "United States of America v. USA REMEDIATION SERVICES Inc. et al". The Board has carefully considered all of the relevant issues, and has had an opportunity to consult with John Parrinello, counsel retained for purposes of representing the corporation in connection with

has matter
DMK
TS

IN WITNESS WHEREOF, I(We) have signed this instrument and direct that it be filed with the minutes of the proceedings of the Board of Directors.

Dated: October 26, 2005


David M. Kelsey, Director


Jeffrey A. Sullivan,
President/Director